

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York
(State)

Case number (if known): 16- Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name CORE Media Group Inc.

2. All other names debtor used in the last 8 years CKX, Inc.
Colonel Merger Sub, Inc.
Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 27-0118168

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>8560 West Sunset Boulevard</u> Number Street	<u></u> Number Street
	<u>8th Floor</u>	<u></u>
	<u>West Hollywood CA 90069</u> City State ZIP Code	<u></u> City State ZIP Code
	<u>Los Angeles, CA</u> County	Location of principal assets, if different from principal place of business <u>See Attachment A</u> Number Street
		<u></u> City State ZIP Code

5. Debtor's website (URL) http://www.coremediagroup.com/

6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.naics.com/search/> .
5121

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11.

Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101 (51 D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Attachment A Relationship Affiliate
District Southern District of New York When Date Hereof
MM / DD / YYYY
Case number, if known Pending

List all cases. If more than 1, attach a separate list.

11. Why is the case filed in this district?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property? _____

Number Street

City

State

ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors*

☐ 1-49

☐ 1,000-5,000

☐ 25,001-50,000

☐ 50-99

☐ 5,001-10,000

☐ 50,001-100,000

☐ 100-199

☐ 10,001-25,000

☐ More than 100,000

☒ 200-999

15. Estimated assets*

☐ \$0-\$50,000

☐ \$1,000,001-\$10 million

☐ \$500,000,001-\$1 billion

☐ \$50,001-\$100,000

☐ \$10,000,001-\$50 million

☐ \$1,000,000,001-\$10 billion

☐ \$100,001-\$500,000

☐ \$50,000,001-\$100 million

☐ \$10,000,000,001-\$50 billion

☐ \$500,001-\$1 million

☒ \$100,000,001-\$500 million

☐ More than \$50 billion

16. Estimated liabilities* ☐ \$0-\$50,000 ☐ \$1,000,001-\$10 million ☐ \$500,000,001-\$1 billion
☐ \$50,001-\$100,000 ☐ \$10,000,001-\$50 million ☐ \$1,000,000,001-\$10 billion
☐ \$100,001-\$500,000 ☐ \$50,000,001-\$100 million ☐ \$10,000,000,001-\$50 billion
☐ \$500,001-\$1 million ☒ \$100,000,001-\$500 million ☐ More than \$50 billion

* Information provided on a consolidated basis, and based on financial statements as of March 31, 2015

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04 / 28 / 2016
MM / DD / YYYY

☒ /s/ Peter Hurwitz
Signature of authorized representative of debtor

Title Authorized Signatory

Peter Hurwitz
Printed name

18. Signature of attorney

☒ /s/ Paul V. Shalhoub
Signature of authorized representative of debtor

Date 04 / 28 / 2016
MM / DD / YYYY

Matthew A. Feldman / Paul V. Shalhoub
Printed name

WILLKIE FARR & GALLAGHER LLP
Firm name

787 Seventh Avenue
Number Street

New York
City

NY 10019-6099
State ZIP Code

(212) 728-8000
Contact phone

mfeldman@willkie.com / pshalhoub@willkie.com
Email address

2506020 / 2492858
Bar number

New York
State

ATTACHMENT A TO VOLUNTARY PETITION

1. Pending Bankruptcy Cases Filed by Affiliates of the Debtor

Concurrently herewith, each of the affiliated entities listed below, including the Debtor filing this petition (collectively, the “**Debtors**”), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code.

19 Entertainment Limited	CORE Group Productions Limited
19 Entertainment Worldwide LLC	CORE Media Group Inc.
19 Entertainment, Inc.	CORE Media Group Productions Inc.
19 Management Limited	CORE MG UK Holdings Limited
19 Merchandising Limited	CTA Productions, Inc.
19 Productions Limited	Dance Nation Productions Inc.
19 Publishing Inc.	Double Vision Film Limited
19 Recording Services, Inc.	EPE Holding Corporation
19 Recordings Limited	Focus Enterprises, Inc.
19 Recordings, Inc.	Fresh Start Productions, LLC
19 Touring Limited	Gilded Entertainment, LLC
19 Touring LLC	IICD LLC
19 TV Limited	J2K Productions, Inc.
7th Floor Productions, LLC	Magma Productions, LLC
All Girl Productions	Masters of Dance Productions Inc.
Alta Loma Entertainment, LLC	Native Management Limited
AOG Entertainment, Inc.	Native Songs Limited
Brilliant 19 Limited	On the Road Productions
Clown Car Productions, LLC	Pioneer Production Services LLC
CORE Entertainment Cayman Limited	Sonic Transformation, LLC
CORE Entertainment Offeror, LLC	Southside Productions Inc.
CORE Entertainment UK Limited	Sunset View Productions, LLC
CORE Entertainment Inc.	SYTYCD DVD Productions Inc.
CORE G.O.A.T. Holding Corp.	This Land Productions, Inc.

Contemporaneously with the filing of their voluntary petitions, the Debtors filed a motion requesting that this Court consolidate their chapter 11 cases for procedural purposes only.

2. Location of the Debtors' Principal Assets (on a Consolidated Basis)

Address
8560 West Sunset Boulevard, 8 th Floor West Hollywood, CA 90069
1071 Avenue of the Americas, 5 th Floor New York, NY 10018
U.S. Bank, National Association Milwaukee, Wisconsin
100 New Bridge Street London EC4V 6JA, United Kingdom
5800 Hannum Avenue, Suites 110 and 145 Culver City, CA 90230

SECRETARY'S CERTIFICATE

I, Kelly S. Pontano, the undersigned Secretary of each entity listed on Schedule I hereto (each entity, a “**Company**” and together, the “**Companies**”) hereby certify that, on April 27, 2016 the following resolutions were duly adopted by the Board of Directors, Sole Member or equivalent body, as the case may be, of each Company (collectively, the “**Board**”), and recorded in the minute books of each Company, and that they have not been amended, modified or rescinded and, accordingly, are in full force and effect as of the date hereof.

WHEREAS, as a result of the financial condition of each of the Companies, the Board has engaged counsel and financial advisors to provide advice to each of the Companies regarding its obligations to its creditors, equity holders, employees and other interested parties;

WHEREAS, the Board has reviewed and considered, among other things, the advice of each of the Companies’ counsel and financial advisors and has considered the options available to each of the Companies, and has determined that, in its judgment, it is advisable and in the best interests of each of the Companies, its creditors, equity holders, employees and other interested parties that each of the Companies voluntarily file a petition (the “**Petition**”) for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”);

WHEREAS, after consultation with each of the Companies’ counsel and financial advisors, the Board has determined that, in its judgment, it is in the best interests of each of the Companies, its creditors, equity holders, employees and other interested parties, that each of the Companies enter into and obtain loans pursuant to, and consummate the transactions contemplated by, that certain Debtor-in-Possession Credit Agreement (the “**DIP Agreement**”), previously reviewed by the Board, to be entered into by and among each of the Companies, on the one hand, and Elvis Blue Moon Holdings, LLC, an affiliate of each of the Companies, on the other hand.

NOW THEREFORE, it is hereby:

RESOLVED, that the filing by each of the Companies of the Petition, in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), substantially in the form previously presented to the Board is hereby approved, confirmed and adopted in all respects; and it is further

RESOLVED, that each of the officers of each of the Companies, including any director, president, chief executive officer, chief financial officer, treasurer or secretary (each of the foregoing, individually, an “**Authorized Officer**” and, together, the “**Authorized Officers**”) be and they hereby are authorized, empowered and directed to execute and file the Petition on behalf of each of the Companies in order to seek relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court; and it is further

RESOLVED, that each of the Authorized Officers be and they hereby are authorized, empowered and directed, in the name and on behalf of each of the Companies, to execute and file all petitions, schedules, motions, lists, applications, pleadings, declarations, affidavits and other papers as required to accompany the Petition or seek entry of first day

orders, and, in connection therewith, to employ and retain assistance of legal counsel, accountants, financial advisors and other professionals, and to take and perform any and all further acts and deeds that they deem necessary, proper or desirable in connection with, or in furtherance of, the Petition or each of the Companies' chapter 11 cases, with a view to the successful prosecution of such cases; and it is further

RESOLVED, that each of the Companies is authorized to employ the law firm of Willkie Farr & Gallagher LLP, located at 787 Seventh Avenue, New York, New York 10019, as bankruptcy counsel to render legal services to, and to represent, each of the Companies in its chapter 11 case and in any and all related proceedings, subject to Bankruptcy Court approval; and it is further

RESOLVED, that each of the Companies is authorized to employ Moelis & Company, LLC, located at 399 Park Avenue, New York, New York 10022, as financial advisor and investment banker for each of the Companies in its chapter 11 case, subject to Bankruptcy Court approval; and it is further

RESOLVED, that each of the Companies is authorized to employ PricewaterhouseCoopers LLP as independent auditors and tax consultants for each of the Companies in its chapter 11 case, subject to Bankruptcy Court approval; and it is further

RESOLVED, that each of the Companies is authorized to employ Kurtzman Carson Consultants LLC, located at 2335 Alaska Avenue, El Segundo, California 90245, as claims and noticing agent and administrative agent for each of the Companies in its chapter 11 case, subject to Bankruptcy Court approval; and it is further

RESOLVED, that each of the Authorized Officers be and they hereby are authorized, empowered and directed to retain on behalf of each Company such other professionals as they deem necessary, appropriate or desirable, upon such terms and conditions as they shall approve, to render services to each Company in connection with its chapter 11 case and with respect to other related matters in connection therewith, subject to Bankruptcy Court approval, if required; and it is further

RESOLVED, that the form, terms and provisions of the DIP Agreement and the other loan documents, including, without limitation, any exhibits, appendices and schedules thereto, all transactions contemplated thereby and all actions taken by the Authorized Officers in connection therewith be, and hereby are, authorized, approved and ratified in all respects with such modifications, changes, additions and deletions thereto as may be approved or deemed necessary, desirable or appropriate by an Authorized Officer executing the same, the execution thereof by such Authorized Officer to be conclusive evidence of such approval, necessity, desirability or appropriateness; and it is further

RESOLVED, that the execution, delivery and performance by each of the Companies of the DIP Agreement and the other loan documents, including the granting, ratification or reaffirmation of any security interest, mortgage or lien, or the provision of any guarantee, as applicable, in each case, as contemplated by or in connection with the DIP Agreement and the other loan documents be, and hereby are, expressly authorized, adopted,

confirmed, ratified and approved, and such approval is intended to and shall constitute all authorization and approval required by the Board; and it is further

RESOLVED, that each of the Authorized Officers be and they hereby are authorized to (i) execute, deliver and perform, or cause to be performed, in the name of and on behalf of each of the Companies, the DIP Agreement and the other loan documents, and (ii) execute and deliver, or otherwise cause each of the Companies to execute and deliver, from time to time various documents, agreements, instruments, questionnaires, papers or writings, as such Authorized Officer determines are necessary or desirable to effect execution, delivery and performance of the loan documents as intended by these resolutions, including but not limited to, any UCC financing statements and other instruments, stock powers, bond powers, unit powers, powers of attorney, side letters, notary letters, allonges, waivers, documents, certificates, consents, assignments, notices, affidavits, certificates of officers (including secretary's certificates) and other certificates, control agreements, intellectual property grants, guarantees, pledge agreements and other pledge documents, security agreements and other security documents, ratification agreements and agreements contemplated thereby or executed and delivered in connection therewith, in each case, with such changes, additions, modifications, and terms as the Authorized Officers executing the loan documents or any other instrument, document certificate, consent, assignment, notice and agreement shall approve, with such Authorized Officer's execution thereof to be deemed conclusive evidence of such approval; and it is further

RESOLVED, that the form, terms and provisions of the plan of reorganization, embodied in the term sheet previously reviewed by the Board, including, without limitation, any exhibits, appendices and schedules thereto, all transactions contemplated thereby and all actions taken by the Authorized Officers in connection therewith be, and hereby are, authorized, approved and ratified in all respects with such modifications, changes, additions and deletions thereto as may be approved or deemed necessary, desirable or appropriate by an Authorized Officer executing the same, the execution thereof by such Authorized Officer to be conclusive evidence of such approval, necessity, desirability or appropriateness; and it is further

RESOLVED, that each of the Authorized Officers is authorized to make, execute, file and deliver any and all consents, certificates, documents, instruments, amendments, papers or writings as may be required in connection with or in furtherance of the foregoing, and to do any and all other acts necessary or desirable to effectuate the foregoing resolutions, the execution and delivery thereof by such Authorized Officer(s) to be deemed conclusive evidence of the approval by each of the Companies of the terms, provisions and conditions thereof; and it is further

RESOLVED, that each of the Authorized Officers be and they hereby are authorized, empowered and directed, in the name and on behalf of each of the Companies, to cause each of the Companies to enter into, execute, deliver, certify, file and/or record and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action, including, without limitation, the payment of fees, costs and expenses (subject to Bankruptcy Court approval where necessary or appropriate), as in the judgment of such

Authorized Officer shall be or become necessary, proper, and desirable to effectuate a successful reorganization of each of the Companies' business; and it is further

RESOLVED, that any and all past actions heretofore lawfully taken by any officers, directors, members or any authorized persons acting under similar authority, as the case may be, of each of the Companies in the name and on behalf of each of the Companies in furtherance of any or all of the preceding resolutions are hereby ratified, confirmed, adopted and approved in all respects; and it is further

RESOLVED, that the Secretary of each of the Companies is hereby authorized, empowered and directed to certify that the foregoing resolutions of the Board were duly consented to and adopted as of the date hereof, and that the Secretary of each of the Companies is hereby authorized and directed to insert, or cause to be inserted, this Secretary's Certificate, or a copy thereof, in the minutes of proceedings of the Board.

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate as of the twenty-seventh day of April, 2016.

By: /s/ Kelly S. Pontano
Kelly S. Pontano
Secretary

SCHEDULE I

The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are:

19 Entertainment Worldwide LLC (1986)	IICD LLC (N/A)
19 Entertainment, Inc. (0323)	J2K Productions, Inc. (2687)
19 Publishing Inc. (0800)	Magma Productions, LLC (4711)
19 Recording Services, Inc. (0641)	Masters of Dance Productions Inc. (3417)
19 Recordings, Inc. (9492)	On the Road Productions (3468)
19 Touring LLC (7157)	Pioneer Production Services LLC (4822)
7th Floor Productions, LLC (9160)	Sonic Transformation, LLC (7828)
All Girl Productions (5760)	Southside Productions Inc. (1908)
Alta Loma Entertainment, LLC (3015)	Sunset View Productions, LLC (1692)
AOG Entertainment, Inc. (4420)	SYTYCD DVD Productions Inc. (1976)
Clown Car Productions, LLC (5459)	This Land Productions, Inc. (9523)
CORE Entertainment Cayman Limited (4886)	
CORE Entertainment Offeror, LLC (2685)	
CORE Entertainment Inc. (4420)	
CORE G.O.A.T. Holding Corp. (3459)	
CORE Media Group Inc. (8168)	
CORE Media Group Productions Inc. (8505)	
CTA Productions, Inc. (5879)	
Dance Nation Productions Inc. (9622)	
EPE Holding Corporation (2295)	
Focus Enterprises, Inc. (4396)	
Fresh Start Productions, LLC (2204)	
Gilded Entertainment, LLC (4153)	

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: :
CORE Media Group Inc., : Case No. 16-_____ ()
: :
Debtor. :
-----X

**CONSOLIDATED LIST OF CREDITORS
HOLDING THE 50 LARGEST UNSECURED CLAIMS**

Set forth below is the list of creditors that hold, based upon information presently available and belief, the fifty largest unsecured claims against CORE Media Group Inc. and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”).¹ This list has been prepared based upon the books and records of the Debtors. The Top 50 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top 50 List does not include: (1) persons who come within the definition of an “insider” as set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the fifty (50) largest unsecured claims. The information presented in the Top 50 List shall not constitute an admission by, nor is it binding on, the Debtors. The information presented herein, including, without limitation: (a) the failure of the Debtors to list any claim as contingent, unliquidated, disputed or subject to a setoff; or (b) the listing of any claim as unsecured, does not constitute an admission by the Debtors that the secured lenders listed hold any deficiency claims, nor does it constitute a waiver of the Debtors’ rights to contest the validity, priority, nature, characterization, and/or amount of any claim.

[List appears on next page]

¹ The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors.

Fill in this information to identify the case and this filing:

Debtor Name CORE Media Group Inc.
United States Bankruptcy Court for the: Southern District of New York
(State)
Case number (if known): 16-

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Amount of unsecured claim ¹		
			Total claim, if partially secured ²	Deduction for value of collateral or setoff	Unsecured claim as of 4/27/2016
1. Simon Fuller ³ 9000 W. Sunset Blvd. West Hollywood, CA 90069	Tel.: (310) 746-1919 Email: sf@xixentertainment.com	Profit Share Advance			\$3,371,041.00 ⁴
2. Marc Graboff ⁵ 1225 Corsica Dr. Pacific Palisades, CA 90272 -and- Edward Powers, Esq. Zukerman Gore Brandeis and Crossman LLP 11 Times Square New York, NY 10036	Email: marc.graboff@gmail.com -and- Tel.: (212) 223-6700 Fax.: (212) 223-6433	Severance Payment			\$1,319,875.00

¹ These claim amounts represent maximum potential liabilities. Actual amounts owed, if any, may be significantly lower.

² This list does not include any claims for which security has been granted, regardless of whether the claims may be undersecured.

³ This individual is a former officer of the Debtors. The Debtors reserve all rights to assert that this individual may be an insider as defined in 11 U.S.C. § 101(31).

⁴ For the avoidance of doubt, this amount represents \$2.94 million due relating to 2015 and the accrual for first quarter 2016 services.

⁵ This individual is a former officer of the Debtors. The Debtors reserve all rights to assert that this individual may be an insider as defined in 11 U.S.C. § 101(31).

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Amount of unsecured claim ¹		
			If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured ²	Deduction for value of collateral or setoff	Unsecured claim as of 4/27/2016
3.	Cravath, Swaine & Moore LLP 825 Eighth Ave. New York, NY 10019	Tel.: (212) 474-1000 Fax: (212) 474-3700	Legal Fees		\$370,826.00
4.	Rhino Entertainment 3400 W. Olive Ave. Burbank, CA 91505	Tel.: (800) 546-3670	Trade Debt		\$139,759.00
5.	Sony Music Entertainment 25 Madison Ave. New York, NY 10010	Tel.: (212) 833-6725	Trade Debt		\$170,625.50
6.	Cumulus Media 3321 S. La Cienaga Blvd. Los Angeles, CA 90016	Tel.: (310) 840-2802	Trade Debt		\$156,038.53
7.	Chainsaw, Inc. 940 N. Orange Dr., 2nd Fl. Hollywood, CA 90038	Attn: Hans Geiger, General Manager Tel.: (323) 785-1550 Fax: (323) 785-1555 Email: hans@chainsawedit.com	Trade Debt		\$155,000.00
8.	Goldman Sachs 200 West St. New York, NY 10282	Tel.: (212) 902-1000	Merger Fees		\$82,073.00
9.	Operational Consulting International P.O. Box 88 Pasadena, CA 91102-0088	Tel.: (626) 666-6139	Trade Debt		\$75,000.00
10.	SDS RSI LLC 603 Second St. Hermosa Beach, CA 90254	Tel.: (310) 379-8168 Fax: (310) 798-0297	Production Expenses		\$75,000.00
11.	Craig Robinson c/o 3 Arts Entertainment, Inc. 9460 Wilshire Blvd., 7th Fl. Beverly Hills, CA 90212	Tel.: (310) 888-3200	Talent		\$70,000.00
12.	Nicholas Godwyn H.B. Dromond 106 Cheyne Walk London, SWD 0DG United Kingdom -and-	Tel.: + 44 (0)20 7667 5000	Trade Debt		\$57,548.00

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Amount of unsecured claim ¹		
			If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured ²	Deduction for value of collateral or setoff	Unsecured claim as of 4/27/2016
	Nicholas Godwyn c/o Harbottle & Lewis LLP Hanover House 14 Hanover Square London W1S1HP	Fax: + 44 (0)20 7667 5100			
13.	Lou's Boxworx Inc. 31858 Castaic Rd., #137 Castaic, CA 91384	Tel.: (661) 257-3169	Trade Debt		\$52,000.00
14.	CBS Broadcasting Inc. 7800 Beverly Blvd. File 53755 Los Angeles, CA 90036	Tel.: (818) 655-1533 and (323) 575-2345	Trade Debt		\$45,330.66
15.	Bexel 2701 N. Ontario St. Burbank, CA 91504	Tel.: (818) 565-4322 Email: services@bexel.com	Trade Debt		\$45,000.00
16.	Boschetti Management Group, Inc. 369 S. Beverly Dr. Beverly Hills, CA 90212	Tel.: (310) 470-4700 Fax: (310) 601-4200 contact@boschettigroup.com	Trade Debt		\$30,000.00
17.	GARD/JOSHUA c/o Dick Clark Productions acting as administrator 2900 Olympic Blvd., 2nd Fl. Santa Monica, CA 90404	Attn: Renee Kibbler - Vice President, Clearances Tel.: (310) 255-4600 Fax: (310) 255-4661	Trade Debt		\$25,400.00
18.	International Travel Services 8306 Wilshire Blvd., Suite 2660 Beverly Hills, CA 90211	Tel.: (310) 282-0000	Trade Debt		\$25,000.00
19.	ATK AudioTek 28238 Avenue Crocker Valencia, CA 91355	Tel.: (661) 705-3700 Fax: (661) 705-3707	Trade Debt		\$23,065.00
20.	Pacifico or Clair Wireless & Intercom, LLC 7637 Haskell Ave. Van Nuys, CA 91406	Tel.: (310) 497-4226	Trade Debt		\$23,000.00
21.	Imperial Studios 4357 Palmero Dr. Los Angeles, CA 90065	Attn: Craig Tollifson Tel.: (323) 963-4670 Email: hello@imperialstudio.com	Trade Debt		\$19,000.00

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Amount of unsecured claim ¹		
				If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured ²	Deduction for value of collateral or setoff	Unsecured claim as of 4/27/2016
22.	Soundtronics Wireless 111 W. Ash Ave. Burbank, CA 91502	Attn: Dave Bellamy Tel.: (818) 848-3511 Email: dave@soundtronics.com	Trade Debt			\$15,000.00
23.	Stephen Boss Productions, Inc. c/o A-Team Entertainment 11426 Ventura Blvd., 3rd Fl. Studio City, CA 91604	Attn: Nelson Diaz Tel.: (310) 734-4930 Email: nelson@btbmgmt.com	Trade Debt			\$12,000.00
24.	Gilbert Production Service 5540 Harbor St. Commerce, CA 90040	Tel.: (323) 871-0006 Email: support@gilbertproduction.net	Trade Debt			\$10,600.00
25.	Imagem Holding Corp DBA: Rodgers & Hammerstein Organization 229 W. 28th St., 11th Fl. New York, NY 10001	Tel.: (212) 541-6600 Fax: (212) 586-6155 Email: editor@rnh.com	Trade Debt			\$9,562.50
26.	Irving Berlin Publishing LP DBA: Irving Berlin Music Company 1065 Avenue of the Americas New York, NY 10018	Tel.: (212) 262-1800 Email: irvingberlin@rnh.com	Trade Debt			\$9,000.00
27.	Medical Clinic for Immunization 660 W. Broadway St. Glendale, CA 91204	Tel.: (323) 660-3722 Fax: (818) 502-1129	Trade Debt			\$9,900.00
28.	LA Party Rents Inc. 13520 Saticoy St. Van Nuys, CA 91402	Attn: Jerry Nehus Tel.: (310) 785-0000 Email: jnehus@lapartyrents.com	Trade Debt			\$7,500.00
29.	Metro Entertainment, Inc. 13423 Contour Dr. Sherman Oaks, CA 91423	Attn: Brian Veskosky	Trade Debt			\$7,500.00

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				Total claim, if partially secured ²	Deduction for value of collateral or setoff	Unsecured claim as of 4/27/2016
30.	Children In Film, Inc. 11600 Ventura Blvd. Studio City, CA 91604	Attn: Dana Riggs Tel.: (818) 432-7400 Email: contact@childreninfilm.com	Trade Debt			\$6,000.00
31.	SIMPLIFY RECORDINGS c/o Dick Clark Productions acting as administrator 2900 Olympic Blvd., 2nd Fl. Santa Monica, CA 90404	Attn: Renee Kibbler - Vice President, Clearances Tel.: (310) 255-4600 Fax: (310) 255-4661 Email: licensing@simplifyrecordings.com	Trade Debt			\$5,350.00
32.	Absolute Staging LLC 7896 Lilac Ln. Simi Valley, CA 93063	Attn: Mark Jeffery Bauer Tel.: (805) 581-6456 Mobile: (805) 433-4854	Trade Debt			\$5,000.00
33.	CenterPlate 1 Independence Pointe Greenville, SC 29615	Tel.: (323) 590-0704	Trade Debt			\$5,000.00
34.	Discount Media Products LLC P.O. Box 75614 Cleveland, OH 44101	Tel.: (800) 996-2525 Fax: (323) 466-6815	Trade Debt			\$5,000.00
35.	Dutel Telecommunications 7041 Vineland Ave. North Hollywood, CA 91605	Attn: Craig Hines Tel.: (818) 765-2799 Fax: (818) 765-3411 Email: craig@duutel.com	Trade Debt			\$5,000.00
36.	Rogers & Cowan 8687 Melrose Ave., 7th Fl. Los Angeles, CA 90069	Attn: Richard Davis Tel.: (310) 854-8258 Fax: (310) 854-8101 Email: inquiries@rogersandcowan.com	Trade Debt			\$5,000.00
37.	High Output 495 Turnpike St. Canton, MA 02021	Tel.: (781) 364-1800 Email: rentals@highoutput.com	Trade Debt			\$5,000.00
38.	Cajual Entertainment, Inc 17 North Loomis St. Apt. 1M Chicago, IL 60607	Attn: Curtis A Jones Tel.: (312) 421-8755 Email: Bruce Jones Jr. bruce@cajual.com	Trade Debt			\$4,600.00
39.	Matador Recordings, LLC 304 Hudson St., #700 New York, NY 10013	Attn: Miwa Okumura Tel.: (212) 995-5882 Email: miwaokumura@beggars.com	Trade Debt			\$4,500.00

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Amount of unsecured claim ¹		
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			Total claim, if partially secured ²	Deduction for value of collateral or setoff	Unsecured claim as of 4/27/2016
40.	POSTMODERN JUKEBOX PRODUCTIONS, INC. c/o Dick Clark Productions acting as administrator 2900 Olympic Blvd., 2nd Fl. Santa Monica, CA 90404	Attn: Renee Kibbler - Vice President, Clearances Tel.: (310) 255-4600 Fax: (310) 255-4661	Trade Debt		\$4,500.00
41.	Ultra Records, LLC 235 W. 23rd St. New York, NY 10011	Tel.: (212) 343-2200 Email: info@ultrarecords.com	Trade Debt		\$4,500.00
42.	Young Guns Publishing, LLC 1231A 17th Ave. S. Nashville, TN 37212	Attn: Renee Kibbler - Vice President, Clearances Tel.: (310) 255-4600 Fax: (310) 255-4661	Trade Debt		\$4,200.00
43.	MASS APPEAL RECORDS, LLC c/o Dick Clark Productions acting as administrator 2900 Olympic Blvd., 2nd Fl. Santa Monica, CA 90404	Attn: Renee Kibbler - Vice President, Clearances Tel.: (310) 255-4600 Fax: (310) 255-4661	Trade Debt		\$4,200.00
44.	Production Locations Inc. 9663 Santa Monica Blvd., #490 Beverly Hills, CA 90210	Tel.: (323) 874-0404 Email: office@productionlocations.com	Trade Debt		\$4,000.00
45.	Robert Sillerman ⁶ 157 E. 70th St. New York, NY 10021	Email: rfxs1@aol.com; Bethany.Gilmore@rfxs1.com	Separation Health Benefits		Contingent Unliquidated
46.	Dick Clark Productions 2900 Olympic Blvd., 2nd Fl. Santa Monica, CA 90404	Attn: Michael Kohn Tel.: (310) 255-4600 Fax: (310) 255-4661	Profit Share		Contingent Unliquidated
47.	FOX Broadcasting Company 10201 W. Pico Blvd., #100 Los Angeles, CA 90064	Attn: Ira Kurgan Tel.: (310) 369-6000 Email: ira.kurgan@fox.com	Profit Share		Contingent Unliquidated

⁶ This individual is a former officer of the Debtors. The Debtors reserve all rights to assert that this individual may be an insider as defined in 11 U.S.C. § 101(31).

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Amount of unsecured claim ¹		
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				Total claim, if partially secured ²	Deduction for value of collateral or setoff	Unsecured claim as of 4/27/2016
48.	Baby George Productions/Marvelous Productions c/o RBZ, LLP 11766 Wilshire Blvd., 9th Fl. Los Angeles, CA 90025	Attn: Howard Bernstein Tel.: (310) 478-4148 Email: hbernstein@rbz.com	Profit Share			Contingent Unliquidated
49.	Creative Artists Agency 2000 Avenue of the Stars Los Angeles, CA 90067	Attn: Danny Grover Tel.: (424) 288-2000 Email: dgrover@caa.com	Profit Share			Contingent Unliquidated
50.	FremantleMedia Group Ltd 1 Stephen St. London, United Kingdom W1T 1AL -and- FremantleMedia North America, Inc. 435 Hudson St., Suite 404 New York, NY 10014	Attn: Gillian Ahluwalia Tel.: 011-44-20-7691-6742 Email: Gillian.Ahluwalia@fremantlemedia.com	Trade Debt			Contingent Unliquidated

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: :
CORE Media Group Inc., : Case No. 16-_____ ()
: :
Debtor. :
-----X

**LIST OF EQUITY HOLDERS AND CORPORATE OWNERSHIP
STATEMENT OF CORE MEDIA GROUP INC.,
PURSUANT TO BANKRUPTCY RULES 1007(a)(3) AND 7007.1**

CORE Media Group Inc. is a wholly-owned subsidiary of CORE Entertainment Offeror, LLC which is a wholly-owned subsidiary of CORE Entertainment UK Limited which is a wholly-owned subsidiary of CORE Entertainment Inc. which is a wholly-owned subsidiary of CORE Entertainment Holdings Inc.

The following corporate entities own 10% or more of a class of CORE Entertainment Holdings Inc.'s equity interests.

Shareholder	Percentage of Total Shares
AP NMT JV NewCo B.V. ¹ MediArena 1 1114 BC Amsterdam-Duivendrecht The Netherlands	99.92% of Common Stock
The Promenade Trust 2850 Ocean Park Boulevard, Suite 300 Santa Monica, CA 90405	100% of Series A Preferred Stock
Matthew Sharp 1085 Park Avenue, Apartment 3A New York, NY 10128	81.02% of Series B Preferred Stock
Robert Larson 252 Dekalb Avenue Brooklyn, NY 11205	18.00% of Series B Preferred Stock

¹ AP NMT JV NewCo B.V. is a joint venture (the "**JV**") between Apollo Global Management, LLC (and certain affiliated funds) and Twenty-First Century Fox, Inc., each of which owns a 50% interest in the JV and therefore indirectly hold equity interests in CORE Entertainment Holdings Inc.

Fill in this information to identify the case and this filing:

Debtor Name Core Media Group Inc.
United States Bankruptcy Court for the: Southern District of New York
(State)
Case number (If known): 16-

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration: List of Equity Holders and Corporate Ownership Statement Pursuant to Bankruptcy Rules 1007(a)(3) and 7007.1

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04 / 28 / 2016
MM / DD / YYYY

/s/ Peter Hurwitz
Signature of individual signing on behalf of debtor

Peter Hurwitz
Printed name

Authorized Signatory
Position or relationship to debtor